

**APPROVED Minute of Colleges Scotland Board of Directors Meeting  
Thursday 25 March 2021, 1600-1700, via Zoom Video Conferencing.**

|   |                         |
|---|-------------------------|
| Present                                     |                         |
| Ken Milroy (KM) ( <i>Chair</i> )            | Elaine Acaster (EA)     |
| Hugh Carr (HC)                              | Liz Connelly (LC)       |
| Margaret Cook (MC)                          | Michael Foxley (MF)     |
| Waiyin Hatton (WH)                          | Ann Landels (ALd)       |
| Alex Linkston (AL)                          | <i>Ross Martin (RM)</i> |
| Janie McCusker (JMcC)                       | Angela McCusker (AMcC)  |
| Lydia Rohmer (LR)                           | Ronnie Smith (RS)       |
| Shona Struthers (SS)                        |                         |
| In Attendance                               |                         |
| Laura Mitchell (LM) ( <i>minute-taker</i> ) |                         |
| Apologies                                   |                         |
| Willie Mackie (WM)                          | Carol Turnbull (CT)     |

### **1. Declaration of Interest Register – Sign Off**

Agenda Item: 1 | Paper No: 1 | Lead: KM

Paper 1 was noted.

The current Declaration of Interest was approved. KM requested members provide all updates in a timeously manner directly to LM.

### **2. Welcome and Apologies**

Agenda Item: 2 | Paper No: Verbal | Lead: KM

#### **2.1 Discussion**

Ken welcomed members to the meeting and noted apologies.

#### *Termination/Appointment of Company Secretary*

KM informed members that considering previous concerns by the board of the conflicted position of SS in her dual position as Chief Executive and Company Secretary, arrangements have been put in place through succession planning that would now allow for SS to step down as the Company Secretary and for LM to be appointed as the Company Secretary of the organisation. LM has a BA Hons in Business Law from the University of Stirling and has recently complete the CIFA Corporate Governance qualification, which she passed with credit.

KM advised members that as the appointment of the Company Secretary is a matter reserved for the board, the board is asked to agree to SS stepping down as Company Secretary with immediate effect and being removed at Companies House in this capacity only and for LM to be appointed Company Secretary and registered in such capacity at Companies House.

#### **2.2 Decision**

The board accepted SS resignation as Company Secretary and approved LM to be appointed at

Companies House as the Company Secretary for Colleges Scotland.

### **3. Minutes of the Previous Meeting and Matters Arising**

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Agenda Item: 3 | Paper No: 3 | Lead: KM

#### **3.1 Discussion**

Paper 3 was noted.

KM invited the board to consider and agree the minutes from the previous meeting.

#### **3.2 Decision**

The board agreed the minutes from the meeting on Thursday 28 January 2021 as an accurate record of the meeting and approved the minutes to be uploaded to the Colleges Scotland website in their unredacted form.

### **4. Covid Recovery Group**

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Agenda Item: 4 | Paper: Verbal | Lead: AL

#### **4.1 Discussion**

Ken invited AL to address this agenda item and invited comments and questions from members at the end of AL's verbal update.

AL gave an overview of a proposal presented by the unions to the management side at the National Joint Negotiating Committee (Central Table) meeting on Thursday 18 March 2021. The proposal outlined an ask by the unions to establish a Covid Recovery Group to discuss the intricacies and logistics of the return of staff to campuses at a national level. AL advised members that the management side felt the points raised by the unions were valid and agreed to take their proposal under consideration. AL reported that Jackie Galbraith, Principal and Chief Executive, West Lothian College, agreed to take the proposal to the College Principals' Group meeting on Tuesday 30 March 2021, to seek their views.

AL informed members that the suggested membership of the Covid Recovery Group included:

- three members of Colleges Scotland staff
- three support side representatives
- three principals.

AL recommended that should the CPG sanction this proposal, that the membership of the group should be widened to include three college chairs, and these should be those currently involved in negotiations (RM, AL and DW).

Members had a short discussion around the proposal and the possible membership of the group.

#### **4.2 Decision**

The board agreed that should the CPG approve the proposal and for the membership to include three college chairs, that KM should then go out with nominations to fill the positions.

### **5. AOCB**

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Agenda Item: 5 | Verbal | Lead: KM

KM updated members on the position of ongoing and concluded resolutions for approval via electronic mail.

### Written Resolution – Amendment to the Articles of Association

KM informed members that currently the process for the amendment to the Articles of Association is ongoing with a Written Resolution sent out on Wednesday 10 March 2021, asking members to formally approve the amendment to the articles. The deadline for response is Tuesday 6 April 2021, but given the Easter holidays are due to begin, a swift response to this would be appreciated.

KM reported that if 75% of the members do not vote in favour of the amendment, the Written Resolution would lapse and the whole process would need to be rerun.

### Lump Sum Payment to Falkirk Council Pension Fund (FCPF)

KM updated members that on the Friday 19 March 2021 there was an electronic request for the approval of a recommendation from the Chairs' Committee, to make a lump sum payment of £50k to the FCPF to lower future contribution rates. KM advised that this was ratified on Wednesday 24 March 2021 by a majority vote of 50% + of members and the motion was carried. KM informed members that AW has now provided FCPF with the necessary instructions to progress this matter.

For the purposes of the minute it should be noted that the following members abstained from this vote for the following reasons:

- Elaine Acaster (via email) – due to concern over the scale of the liability
- Janie McCusker (verbal via telephone) – felt it should be brought back to the full board for further discussion
- David Watt (via email) – due to position being unsustainable but acknowledged in practical terms there are few options. Felt there are considerable implications for such a small body accepting a £3.3m liability.

### Chairs' Committee Terms of Reference

KM informed members that on the Thursday 25 February 2021 there was an electronic request for the approval of the amended Chairs' Committee Terms of Reference and on Wednesday 17 March 2021 it was approved by 50% + of members voting in favour. KM advised that this motion is now carried, and the matter concluded.

### Appointment of Process for Chair of College Principals' Group (CPG)

KM reported that the appointment process for a replacement chair of the CPG will begin shortly, as CT has intimated her intentions to step down as chair of CPG at the end of April 2021 and her position as a Colleges Scotland board member by virtue of this position.

KM to invite members to note their thanks to CT for her valued contributions over the years as chair of the CPG and a fellow board member, especially during the last year.

## **6. Date of Next Meeting**

Agenda Item: 6 | Verbal | Lead: KM

The date of the next meeting is Thursday 24 June 2021.

Signed \_\_\_\_\_

Date \_\_\_\_\_

## Colleges Scotland Board Action Monitoring Log

| Meeting of Thursday 28 January 2021 |  |                  |       |             |
|-------------------------------------|--|------------------|-------|-------------|
| Agenda Item                         | Action   | Date             | Owner | Status      |
| 3                                   | <u>Stakeholder Engagement</u><br>It was agreed that JJ would take forward the stakeholder engagement plan and items 7.2 from 15 October 2020 meeting are now superseded.   | March 2021       | JJ    | In Progress |
| 5                                   | <u>Governance Update</u><br>A further amendment to the Articles to be sent electronically to ensure the inclusion of the senior executive member from a regional strategic body alongside the position of Principal for selection to the board by the CPG. | 19 February 2021 | SS    | Complete    |
| 5                                   | <u>Chairs' Committee Terms of Reference</u><br>It was agreed to update 10.1 within the Chairs' Committee Terms of Reference and recirculate electronically to the board for approval.  | 19 February 2021 | SS    | Complete    |
| 8                                   | <u>SFC Review of Coherent Provision &amp; Sustainability</u><br>The board agreed to share individual college and regional body submissions, evidencing local examples of added value impact to be included within the national submission.                 | 12 February 2021 | ALL   | Complete    |
| Meeting of Thursday 25 March 2021   |  |                  |       |             |
| Agenda Item                         | Action   | Date             | Owner | Status      |
| 2                                   | SS to tender her resignation as Company Secretary and LM to be appointed at Companies House as the Company Secretary for Colleges Scotland.  | 26 March 2021    | SS/LM | Complete    |
| 4                                   | If the CPG approve the proposal for a Covid Recovery Group and for the membership to include three college chairs, KM to go out with nominations to fill the positions.  | 30 March 2021    | KM    | Complete    |
| 5                                   | Progress the appointment process for the Chair of the College Principals' Group (CPG).   | ASAP             | SS/LM | Complete    |

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